

592881

FILING COVER SHEET

FILED
97 DEC 23 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REFERENCE:

0164. 1260

DATE:

12-23-97

CONTACT:

CINDY HICKS

FROM:

CORPORATE & CRIMINAL RESEARCH SERVICES

103 N. MERIDIAN STREET

TALLAHASSEE, FL 32301

TELEPHONE:

222-1173

SUBJECT:

T + S Sales Company

EFFECTIVE DATE
11/1/98

STATE FEES PREPAID WITH CHECK # 29537 FOR \$ 122.50

900002380999--0
-12/23/97--01077--018
****122.50 ****122.50

PLEASE FILE:

Merger

- ☐ ARTICLES OF INC. ☐ AMENDMENT ☐ DISSOLUTION ☐ ANNUAL REPORT
☐ QUALIFICATION ☐ LIMITED PARTNERSHIP ☐ ANNUAL REPORT
☐ FICTITIOUS NAME ☐ LIMITED LIABILITY ☐ REINSTATEMENT
☐ UCC-1 ☐ UCC-3

PROVIDE US WITH:

☒ CERTIFIED COPY

☐ CERTIFICATE OF STATUS

☐ STAMPED COPY

Merger

Examiner's Initials

DEC 24 1997

97 DEC 23 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

592881

ARTICLES OF MERGER
Merger Sheet

MERGING:

T & S SALES COMPANY, a Florida corporation, J51332

INTO

TRI-VENTURE MARKETING, INC., a Florida corporation, 592881

File date: December 23, 1997, effective January 1, 1998

Corporate Specialist: Velma Shepard

**ARTICLES OF MERGER
OF
T & S SALES COMPANY
WITH AND INTO
TRI-VENTURE MARKETING, INC.**

FILED
97 DEC 23 AM 8:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA
EFFECTIVE DATE
1/1/98

Pursuant to the provisions of Sections 607.1105 and 607.1107 of the Florida General Corporation Act (the "Act"), T & S SALES COMPANY, a Florida corporation, and TRI-VENTURE MARKETING, INC., a Florida corporation, do hereby adopt the following Articles of Merger:

FIRST: The names of the corporations which are parties to the merger (the "Merger") contemplated by these Articles of Merger are T & S SALES COMPANY and TRI-VENTURE MARKETING. TRI-VENTURE MARKETING, INC. is the surviving corporation (the "Surviving Corporation") in the Merger.

SECOND: The plan of merger is set forth in that certain Plan and Agreement of Merger dated December 22, 1997 between T & S SALES COMPANY and TRI-VENTURE MARKETING, INC. (the "Agreement of Merger"). An executed copy of the Agreement of Merger is attached hereto as composite Exhibit A (pages 1 through 8) and made a part hereof by reference as if fully set forth herein.

THIRD: The Agreement of Merger was adopted by the Directors and Shareholders of T & S SALES COMPANY and TRI-VENTURE MARKETING, INC. by a Joint Resolution and Written Action of the Board of Directors and Shareholders on December 22, 1997.

FOURTH: The Merger shall become effective at 12:02 A.M., Florida time, on January 1, 1998, in accordance with the provisions of Section 607.1105(1) of the Act.

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed as of this 22 day of December, 1997.

(Corporate Seal)

T & S SALES COMPANY

By: 

Jackson Dean, Jr., President

(Corporate Seal)

TRI-VENTURE MARKETING, INC.

By: 

Eugene Giddens, President

PLAN AND AGREEMENT OF MERGER

PLAN AND AGREEMENT OF MERGER, dated December 22, 1997, between **T & S SALES COMPANY**, a Florida corporation (hereinafter referred to as "T&S") and **TRI-VENTURE MARKETING, INC.**, a Florida corporation (hereinafter referred to as "Tri-Venture"), both corporations being hereinafter sometimes collectively called the "Constituent Corporations."

WHEREAS, T&S is a corporation duly organized and existing under the laws of the State of Florida and Tri-Venture is a corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS, the Board of Directors of the Constituent Corporations deem it advisable, for the general welfare and advantage of the Constituent Corporations and their respective shareholders, that the Constituent Corporations merge into a single corporation pursuant to this Agreement, and the Constituent Corporations respectively desire to so merge pursuant to this Agreement and pursuant to the applicable provisions of the laws of the State of Florida;

NOW, THEREFORE, in consideration of the premises, and of the mutual agreements and covenants herein contained, it is agreed that T&S shall be and it hereby is merged with and into Tri-Venture, which shall be the surviving corporation, and the terms and conditions of such merger and the mode of carrying it into effect are and shall be as follows:

1. **Name of Surviving Corporation** - The name of the surviving Corporation shall, from and after the effective date of the merger be "**TRI-VENTURE MARKETING, INC.**"

2. **Certificate of Incorporation and Purpose of Surviving Corporation** - The Certificate of Incorporation of the surviving corporation shall be the Certificate of Incorporation of TRI-VENTURE MARKETING, INC. as the same was filed and appears of record in the office of the Secretary of State of Florida and the objects and purposes of the surviving corporation shall be as set forth in said Certificate of Incorporation.

3. **By-Laws of Surviving Corporation** - The By-Laws of TRI-VENTURE MARKETING, INC., as they shall exist upon the effective date of the merger, shall be and remain and continue to be the By-Laws of TRI-VENTURE MARKETING, INC., after the date of the merger until they shall be altered, amended, or repealed as therein provided or as provided by law.

4. **Capitalization of Surviving Corporation** - The capital stock of TRI-VENTURE MARKETING, INC. shall be and remain 150,000 shares of Common Stock at \$1.00 par value.

5. **Directors and Officers** -

a. Persons who are Directors of TRI-VENTURE MARKETING, INC. on the effective date of the merger shall be and remain and continue to be Directors of TRI-VENTURE MARKETING, INC.; such Directors shall hold office until the first annual meeting of the shareholders of Tri-Venture after the effective date of the merger and until their respective successors are elected or appointed in the manner provided by the By-Laws of Tri-Venture.

b. The first annual meeting of the shareholders of Tri-Venture after the effective date of the merger shall be the annual meeting provided for in the By-Laws of Tri-Venture for the year 1998.

c. All persons who, upon the effective date of the merger, shall be executive or administrative officers of Tri-Venture shall be and remain and continue to be the executive or administrative officers of Tri-Venture. The Board of Directors or the President of Tri-Venture may elect or appoint such additional officers as they may determine subject to the provisions of the By-Laws of Tri-Venture.

d. The officers and directors of Tri-Venture are as follows:

Officers:

Eugene Giddens	President
Walter Teasdale	Vice President
Bill Minichello	Secretary

Directors:

John Jackson Dean	Walter Teasdale
Eugene Giddens	Frank Anglin

6. Effective Date of Merger -

a. For all purposes of the laws of the State of Florida, this Plan and Agreement of Merger and the merger herein provided for shall become effective upon 12.02 a.m. January 1, 1998, and the separate existence of T&S, except insofar as it may be continued by statute, shall cease upon said date.

b. The corporate identity, existence, purposes, powers, objects, franchises, rights, licenses, and immunities of Tri-Venture shall continue unaffected and unimpaired by the

merger hereby provided for; and the corporate identities, existence and purposes of T&S, shall be continued in and merged into Tri-Venture and Tri-Venture shall be fully vested therewith.

7. **Cancellation of Shares** - The manner of converting the shares of the Constituent Corporations into shares of Tri-Venture shall be as set forth in this paragraph:

a. The manner and basis of converting the existing shares of Tri-Venture into shares of Tri-Venture, as the surviving corporation, shall be that all issued and outstanding shares of Tri-Venture's Common Stock shall be and remain issued and outstanding, as follows:

Anglin	24,000
Teasdale	9,500
Giddens	9,500
Dean	52,000

b. The manner and basis of converting the shares of T&S into shares of Tri-Venture shall be as follows:

Each share of common stock of T&S issued and outstanding on the effective date of the merger shall be converted into 30.2099 shares of Tri-Venture, as follows:

	<u>Current</u>	<u>Percent</u>	<u>Conversion</u>
Giddens	199	16%	6,011 shares
Dean, Jackson	500	40%	15,105 shares
Dean, John	273	22%	8,247 shares
Dean, M.	273	22%	<u>8,247</u> shares
			37,610 shares

After the conversion, the total issued and outstanding shares of Tri-Venture will be as follows:

	<u>No. of Shares</u>	<u>Percentage</u>
Anglin	24,000	18.1
Teasdale	9,500	7.163
Giddens	15,511	11.696
Dean, Jackson	67,105	50.60
Dean, John	8,247	6.22
Dean, M.	<u>8,247</u>	<u>6.22</u>
Total	132,610	99.999

c. On the effective date of the merger any treasury shares owned by T&S shall be canceled.

8. **Effect of Merger** - On the effective date of the merger, T&S and Tri-Venture shall cease to exist separately and T&S shall be merged with and into Tri-Venture in accordance with the provisions of this Agreement and shall continue to exist as a Corporation governed by the laws of the State of Florida. On the effective date of the merger, Tri-Venture shall possess all the rights, privileges, powers, franchises, licenses, whether or not by their terms assignable, and immunities, both of a public and a private nature, in properties, real, personal and mixed belonging to each of the Constituent Corporations, however acquired. Furthermore, all rights of creditors and all liens upon the property of any of the Constituent Corporations shall be preserved unimpaired, limited in lien to the property affected by such lien at the time of the merger, and all

debts, contracts, liabilities, obligations and duties of the respective Constituent Corporations shall thenceforth attach to Tri-Venture, and may be enforced against it to the extent as if they had been incurred or controlled by it.

9. **Delivery of Deeds and Instruments** - Prior to and from and after the effective date of the merger and when requested by Tri-Venture or by its successors or assigns, each of the Constituent Corporations shall execute and deliver, or cause to be executed and delivered, all deeds and other instruments and shall take, or cause to be taken, all such other and further actions as Tri-Venture may deem necessary and desirable in order more fully to vest in and confirm to Tri-Venture title to and possession of all the property, rights, privileges, powers, licenses and franchises referred to in Paragraph 8 hereof and otherwise to carry out the intent and purposes of this Plan and Agreement of Merger. For the convenience of the parties and to facilitate the filing and recording of this Plan and Agreement of Merger, any number of counterparts hereof may be executed and each such executed counterpart shall be deemed to be an original instrument.

10. **Number of Directors** - From and after the effective date of the merger, Tri-Venture shall have four (4) Directors. The number of Directors may be increased or decreased from time to time by amendment to the articles of incorporation or the by-laws, but no decrease shall have the effect of shortening the term of any incumbent Director.


11. **Right to Amend Certificate of Incorporation** - Tri-Venture hereby reserves the right to amend, alter, change or repeal any provisions contained in its Certificate of Incorporation in the manner now or hereafter prescribed by the laws of the State of Florida and all rights conferred on shareholders therein are subject to this reservation.

12. **Right to Abandon Merger** - At any time prior to the filing of the Articles of Merger, the merger may be abandoned if the Constituent Corporations' Directors and a majority of the Shareholders entitled to vote deem it advisable.

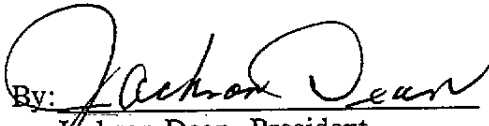
13. **Applicable Law** - This agreement is made pursuant to and shall be construed in accordance with the laws of the State of Florida. It shall inure to the benefit of and is binding upon T&S and Tri-Venture, and their respective successors and assigns.

IN WITNESS WHEREOF, the President of Tri-Venture has hereunto set his hand under its Corporate Seal, attested by its Secretary and the President of T&S has hereunto set his hand under its Corporate Seal, attested by its Secretary, all as of the day and year first above written.

Attest:


Rebecca Sutherland, Secretary
Ann Merritt, Assistant Sec.

T & S SALES COMPANY

By: 
Jackson Dean, President
(CORPORATE SEAL)

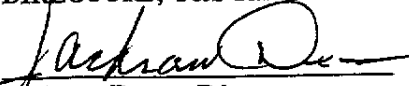
Attest:


Bill Minichello, Secretary

TRI-VENTURE MARKETING, INC.


By: 
Eugene Giddens, President
(CORPORATE SEAL)

DIRECTORS, T&S SALES COMPANY

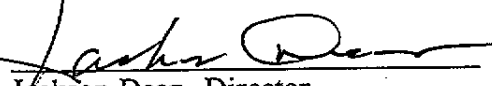

Jackson Dean, Director



Eugene Giddens, Director


John Dean III, Director


Mary Martha Dean, Director

DIRECTORS, TRI-VENTURE MARKETING, INC.


Jackson Dean, Director


Eugene Giddens, Director


Walter Teasdale, Director


Frank D. Anglin, Director